MCGRATH EUGENE R

Form 4 May 24, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

January 31, Expires: 2005

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OMB APPROVAL

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obligations

may continue.

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction

(Middle)

1(b).

(Last)

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * MCGRATH EUGENE R

2. Issuer Name and Ticker or Trading

Symbol

CONSOLIDATED EDISON INC

[ED]

5. Relationship of Reporting Person(s) to

Issuer

3. Date of Earliest Transaction

(Month/Day/Year) 05/22/2012

(Check all applicable) X_ Director 10% Owner

Officer (give title Other (specify

CONSOLIDATED EDISON, INC. C/O SECRETARY, 4 IRVING

(First)

PLACE; ROOM 1618-S

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10003

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of Execution Date, if Securities

Security (Month/Day/Year) (Instr. 3) Code (Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

7. Nature of Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) (Instr. 4)

Ι

Reported Transaction(s) (Instr. 3 and 4)

9,810.4

or Code V Amount (D) Price

(A)

Common 1,785 05/22/2012 52,905.15 ⁽²⁾ D Α (1) (1)Stock

Common

Reduction Act Stock Ownership (TRASOP)

Tax

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Tit		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)		Transactio		Expiration Date		Amount of Underlying		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)			Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Secur		(Instr. 5)	Bene
	Derivative				Securities		(Instr	. 3 and 4)		Owne	
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A mannt		
									Amount		
						Date	Expiration Date	Title	or		
						Exercisable			Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCGRATH EUGENE R CONSOLIDATED EDISON, INC. C/O SECRETARY 4 IRVING PLACE; ROOM 1618-S NEW YORK, NY 10003

X

Signatures

Carole Sobin; Attorney-in-Fact

05/24/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Deferred Stock Units ("DSU") granted pursuant to Consolidated Edison, Inc. (the "Company") Long Term Incentive Plan (the "Plan"). Each DSU represents one share of the Company's Common Stock.
- (2) Includes 136.00 acquired on March 15, 2012 pursuant to the Plan's dividend reinvestment provision. Forms 4 reflects a downward adjustment of 25,000 DSUs to correct an error dating back to a Form 4 filed on May 19, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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